

ORIGINAL

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) **Chapter 11**
)
W. R. GRACE & CO., et al.,¹) **Case No. 01-1139 (JJF)**
) **(Jointly Administered)**
)
Debtors.)

CLERK
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

2001 APR 19 PM 3:54

FILED

STATE OF NEW YORK)
)
 COUNTY OF NEW YORK) **ss:**

**FIRST SUPPLEMENTAL AFFIDAVIT OF
THOMAS M. DALY UNDER 11 U.S.C. § 327(a) AND FED. R. BANKR. P. 2014**

THOMAS M. DALY, being duly sworn, deposes and says:

1. I am a principal in Kekst and Company, Incorporated ("Kekst"), a public relations firm with offices located at 437 Madison Avenue, New York, New York 10022-7001.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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Except as otherwise noted, I have personal knowledge of the matters set forth herein. I am authorized to make this affidavit on behalf of Kekst.

2. On April 2, 2001 (the "Petition Date"), each of the Debtors filed a voluntary petition (collectively, the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code (as amended, the "Bankruptcy Code"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 12, 2001, the office of the United States Trustee appointed (i) a committee of unsecured creditors in the Chapter 11 Cases (the "Creditors' Committee"), (ii) a committee of asbestos personal injury claimants (the "Asbestos Personal Injury Committee") and (iii) a committee of asbestos property damage claimants (the "Asbestos Property Damage Committee," collectively with the Creditors' Committee and the Asbestos Personal Injury Committee, the "Committees").

3. On April 2, 2001, Kekst filed an application to be retained as public relations consultant to the Debtors (the "Application") in the Chapter 11 Cases. Notice of the motion was sent out on April 3, 2001, with a deadline date for objections of April 18, 2001. The following affidavit in support of the Application has been filed on behalf of Kekst:

- a. Affidavit of Thomas M. Daly in Support of the Application of the Debtors For Entry of Order Pursuant to 11 U.S.C. §§ 327(a) and 328 And Fed. R. Bankr. P. 2014(a), 2016 and 5002 Authorizing the Employment And Retention of Kekst and Company Incorporated as Public Relations Consultant to the Debtors And Debtors in Possession (the "Original Affidavit").

4. This supplement to the Original Affidavit (the "Supplement") is made pursuant to Fed. R. Bankr. P. 2014(a). Kekst will continue to report, upon identification, its

connection to any of the entities listed on the exhibits attached to the Original Affidavit, members of the Committees and the professionals appointed by the Committees (when appointed) and any other entities where a potential conflict of interest may arise. Exhibit A to the Supplement contains a list of entities that are (i) additional parties to significant non-asbestos-related litigation that have not been previously searched for potential conflicts of interest, (ii) named co-defendants in two recently filed complaints in asbestos-related litigation naming W. R. Grace & Co. as defendant and (iii) certain other entities that do not appear on any of the exhibits to the Original Affidavit.²

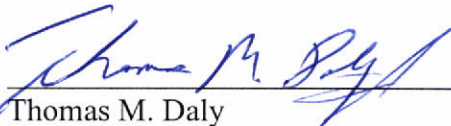
5. Exhibit B to the Supplement discloses relationships that Kekst has with certain entities listed in Exhibit A, specifically, entities (i) with which Kekst has or had relationships on unrelated matters or (ii) for which Kekst has or is currently performing services in unrelated matters. Kekst is confident that the disclosed representation of such entities in unrelated matters will not affect its representation of the Debtors in the Chapter 11 Cases. Kekst remains disinterested within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and neither holds nor represents interests adverse to the Debtors or to the Debtors' estates.

6. Kekst will continue to periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kekst will use reasonable efforts to identify such further developments and will promptly file a supplemental affidavit as Fed. R. Bankr. P. 2014(a) requires.

² The first two lists supplement, respectively, Exhibit D(1) and Exhibit D(2) to the Original Affidavit.


Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 17, 2001



Thomas M. Daly

Subscribed and Sworn to before me
this 17th day of April, 2001



Notary Public
My Commission expires: Jan 31, 2003

DAVID S. KULAKOFF
Notary Public, State of New York
No. 41-4759321
Qualified in Queens County
Commission Expires Jan 31, 2003

EXHIBIT A

Supplement to EXHIBIT D(1),
PLAINTIFFS AND OTHER PARTIES-IN INTEREST TO
NON-ASBESTOS LITIGATION AGAINST DEBTORS

Baker, William C.
Jaques, Eber E.
Miller, Bradford H.
Fisher, Montgomery R.
Ormsbee, Sharon R.
Rea, Marilyn
The Fisher Trust
Del Taco, Inc.
State of Idaho Department of Administration

Supplement to EXHIBIT D(2),
ASBESTOS LITIGATION SIGNIFICANT CO-DEFENDANTS³

Asbestospray Corporation
ABCO Inc.
ACCRA Pak, Inc.
ACRS TRECH Labs
Aerosol Specialties Corporation
Aerosol Systems Inc.
Air Products and Chemicals, Inc.
Alcoa, Inc. (successor-in-interest to Aluminum Company
of America)
American Aerosols Company
American Oil Company (successor-in-interest to AMCO
Inc.)
ANT Corp.
Approved Pharmaceutical Corp.
B.G. Pratt (successor-in-interest to Gabriel Chemicals, Inc.)
Bayer Corporation (successor-in-interest to Miles
Laboratories, Inc.)
Bonat Inc.
Borden Chemicals, Inc.
Borden, Inc.
Boyle-Midway
Bridgestone/Firestone, Inc.
Brooks Drug, Inc.
Brulin Corporation, Inc. (f/k/a The Brulin Corporation)
Can Mfrs. Institute
Capital Packaging Company
Cardinal Industrial Finishes
Carnegie Mellon University
Carson Chemical Inc.
Carter Mfg. Company Inc.
Charles Reynolds, Inc.
Chemical Specialties Manufacturers Association
Chem-Tech Inc.
Choice Inc.
Clairol Incorporated
Colgate-Palmolive Company
Combe Incorporated

³ These co-defendants, unlike the parties heretofore listed in Exhibit D(2), are named co-defendants in two recently filed lawsuits, The County of Orange, Texas v. National Gypsum Company, et al., (260th Texas Judicial District Court, filed February 7, 2001), and Bland, et al. v. Air Products and Chemical, Inc., et al., Cause No. D-160-599 (136th Texas Judicial District Court, filed March 28, 2001).

Compressed Gas Association
Conoco, Inc.
Consolidated Container Company (f/k/a Continental Can Company, Inc.)
Contact Industries, Inc.
Copper Brite, Inc.
Copper Chemical Company
Cosmetic Toiletry & Fragrance Association
CPC International Inc. (n/k/a Bestfoods, Inc.)
CRC Industries, Inc. (f/k/a CRC Chemicals USA)
Crown Industrial Products Company
DBA Products Company
Del Corp.
Dial Corporation (The)
Drackett Products Company (The)
Dragoco Inc.
Egyptian Lacquer Mfg. Company
Ethyl Corporation
Eveready Products & Manufacturing Corporation
Eveready Products Corporation
Fel-Pro Chemical Products
Ford Motor Company
Formosa Chemicals & Fibre Corporation
Fuller Brush Company (The)
Gencorp, Inc.
Glidden-Durke SCM Corporate Group
Harley-Davidson Motor Company
Helene Curtis Industries, Inc.
Hydrosol Inc.
IKI Manufacturing Co., Inc.
J.C. Penney Inc.
Johnson & Johnson
Jordane Cosmetics, Inc.
Joseph Dixon Crucible Company
K&W Products Inc.
KNS Companies Inc.
Lee's Niagara Drug Corp.
Lehn & Fink Industrial Products
Marson Company
McCulloch Corp.
Mennen Company (The)
Miles Laboratories, Inc.
Murray Ohio Mfg. Company
National Laboratories L&F Products

Newman-Green Inc.
Noxell Corporation
Olin Corporation
Plasti-Kote Company Inc.
Polyone Corporation
Proctor & Gamble Distributing Company (The)
Realex Corporation
Red Devil Chemical Company
Revlon Inc.
Robintech Incorporated
Rust Oleum Corporation
Sandstrom Products Company
Schering Plough Corporation
Scientific International Research Inc.
Shell Chemical Co.
Shield Chemical Co., Inc.
Shield Packaging Co., Inc.
Shuttleworth Machinery Corp.
Siloo Inc.
Sinnett Lacquer Mfg. Company
Sprayon Products
Standard T Chemical Company, Inc.
Sterling Drug, Inc.
Taylor Made Business Products, Ltd.
Tech Spray, L.P.
Testor Corp.
Trail Chemical Corporation
Tru Serv Corporation (f/k/a Cotter & Company)
U.S. Refining Company
Unican Corporation
Valspar Corporation
W.J. Rusco Company
Woodhill Chemical Sales Corporation

Other Entities (Creditors, etc.)

Los Angeles Unified School District
CNA Insurance Co.
Radian International
Stone Packaging System
Ingersoll-Rand Fluid Products
Delta Chemical, Inc.
Zhagrus Environmental, Inc.

EXHIBIT B

Entities (i) with which Kekst and Company had relationships on unrelated matters or (ii) for which Kekst and Company currently is performing services:

Alcoa, Inc.
American Standard Inc.
Colgate-Palmolive Company
Schering Plough Corporation
CNA Insurance Co.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (RJN)
Debtors.) Jointly Administered

SUPPLEMENTAL AFFIDAVIT OF SERVICE

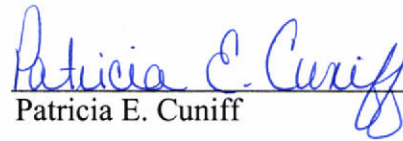
STATE OF DELAWARE)
COUNTY OF NEW CASTLE)SS
)

Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 19th day of April, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

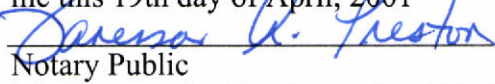
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1. **First Supplemental Affidavit of Thomas M. Daly Under 11 U.S.C. §
327(a) and Fed. R. Bankr. P. 2014.**

Dated: April 19, 2001


Patricia E. Cuniff

Sworn to and subscribed before
me this 19th day of April, 2001


Notary Public

My Commission Expires: 03-24-02

W. R. Grace 2002 Service List
Case No. 01-1139 (RJN)
Doc. No. 20058
April 19, 2001
06 – Hand Delivery
07 – Federal Express
36 – First Class Mail

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